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Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

Î, (Previously Presented) A downhole fluid separator comprising:

a housing adapted to connect to a tool string;

a cylinder rotatably disposed in the housing and defining a flow passage therein; and

a motor disposed in the housing to rotate the cylinder, wherein fluid flowing through the

housing enters the flow passage and is subjected to centrifugal force such that the fluid is

separated into different water and oil components having different specific gravities.

2. (Previously Presented) The separator of claim 1 further comprising a flow

conditioner to facilitate the separation of the fluid.

3. (Previously Presented) The separator of claim 2 wherein the flow conditioner

comprises an impeller adjacent to an inlet of the cylinder to pump fluid into the flow passage.

4. (Original) The separator of claim 3 wherein the impeller is attached to the

cylinder.

5. (Withdrawn) The separator of claim 2 wherein the flow conditioner comprises a

baffle disposed in the flow passage in the cylinder to reduce slippage of fluid in the rotating

cylinder.

6. (Withdrawn) The separator of claim 5 wherein the baffle is one of a plurality of

angularly spaced baffles.

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7. (Withdrawn) The separator of claim 5 wherein the baffle extends longitudinally through the cylinder.

8. (Withdrawn) The separator of claim 2 wherein:

the cylinder defines an oil port and a sand port therein;

the flow conditioner comprises a cup disposed adjacent to an end of the cylinder;

the cup has a first lip adjacent to the oil port;

the cup has a second lip adjacent to the sand port;

the first and second lips define an annular water passage therebetween;

the first lip directs separated oil through the oil port;

the second lip directs separated sand mixed with water through the sand port; and water is directed through the water passage.

9. (Withdrawn) The separator of claim 8 wherein the first and second lips are substantially concentric.

10. (Withdrawn) The separator of claim 2 wherein:

the motor is a variable speed motor; and

the flow conditioner comprises: a sensor in communication with separated water discharged from the cylinder, wherein the sensor generates an oil concentration signal in response to a concentration of oil in the discharged water; and

a controller connected to the motor for varying the speed of the motor in response to the oil concentration signal compared to a predetermined desired oil concentration in the discharged water.

- 11. (Withdrawn) The separator of claim 10 wherein the controller is an adaptive controller.
 - 12. (Withdrawn) The separator of claim 10 wherein the controller is a PID controller.

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> 13. (Withdrawn) The separator of claim 2 wherein:

the motor is a variable speed motor; and

the flow conditioner comprises:

a valve in communication with oil discharged from the cylinder to control the flow of the oil:

an actuator adapted for opening and closing the valve;

a sensor in communication with separated water discharged from the cylinder, wherein the sensor generates an oil concentration signal in response to a concentration of oil in the discharged water; and

a controller connected to the actuator, wherein the valve is actuated in response to the oil concentration signal compared to a predetermined desired oil concentration in the discharged water, such that the flow of oil from the cylinder is controlled to vary the time the fluid is in the cylinder and thereby correspondingly varying the amount of oil separated from the water.

(Withdrawn) The separator of claim 2 wherein: 14.

the motor is a variable speed motor; and

the flow conditioner comprises a smart controller connected to the motor for varying the speed of the motor in response to a function of voltage and current signals from the motor compared to a predetermined desired value of a function corresponding to a water-cut.

- 15. (Withdrawn) The separator of claim 2 wherein the flow conditioner comprises a stator adjacent to an inlet end of the cylinder.
- (Withdrawn) The separator of claim 15 wherein the stator comprises a pharality of 16. vanes for starting rotation of the fluid as it enters the cylinder.
 - 17. (Withdrawn) The separator of claim 2 wherein:

the cylinder defines a first port and a second port therein;

the flow conditioner comprises a cup disposed adjacent to a discharge end of the cylinder;

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the cup has a first lip adjacent to the first port;

the cup has a second lip adjacent to the second port;

the first and second lips define an annular passage therebetween; and

a sensor is disposed adjacent to the cup for measuring the capacitance of fluid flowing thereby.

- 18. (Withdrawn) The separator of claim 17 wherein the sensor is a capacitance-type sensor disposed adjacent to the first lip and first port.
- 19. (Withdrawn) The separator of claim 17 wherein the sensor is a MEMS sensor embedded in a surface of the cup facing the annular passage.
- 20. (Withdrawn) The separator of claim 17 wherein capacitance data from the sensor is transmitted wirelessly using EM telemetry.

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21. (Currently Amended) A downhole fluid separator comprising:

a housing adapted to connect to a tool string; and

a rotating member disposed in the housings

a motor connected to the rotating member, wherein fluid flowing through the rotating member is subjected to and adapted to subject fluid flowing through the rotating member to centrifugal force such that the fluid is separated into at least a first heavier liquid and a second lighter components liquid; and

a flow conditioner for facilitating the separation of the fluid in the rotating member.

22. (Original) The separator of claim 21 wherein the flow conditioner comprises an impeller adjacent to an inlet of a flow passage in the rotating member for pumping fluid into the flow passage.

- 23. (Original) The separator of claim 22 wherein the impeller is attached to the rotating member.
- 24. (Withdrawn) The separator of claim 21 wherein the flow conditioner comprises a baffle disposed in a flow passage in the rotating member to reduce slippage of fluid therein.
- 25. (Withdrawn) The separator of claim 24 wherein the baffle is one of a plurality of angularly spaced baffles.
- 26. (Withdrawn) The separator of claim 24 wherein the baffic extends longitudinally through the rotating member.
 - 27. (Withdrawn) The separator of claim 21 wherein:

the rotating member defines an annular flow passage therein with an oil port and a sand port in communication with the flow passage;

the flow conditioner comprises a cup disposed adjacent to an end of the rotating member; the cup has a first lip adjacent to the oil port;

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the cup has a second lip adjacent to the sand port;

the first and second lips define an annular water passage therebetween;

the first lip directs separated oil through the oil port;

the second lip directs separated sand mixed with water through the sand port; and

water is directed through the water passage.

28. (Withdrawn) The separator of claim 27 wherein the first and second lips are

substantially concentrie.

29. (Withdrawn) The separator of claim 21 wherein:

the motor is a variable speed motor; and

the flow conditioner comprises:

a sensor in communication with separated water discharged from the rotating

member, wherein the sensor generates an oil concentration signal in response to a concentration

of oil in the discharged water; and

a controller connected to the motor for varying the speed of the motor in response

to the oil concentration signal compared to a predetermined desired oil concentration in the

discharged water.

(Withdrawn) The separator of claim 29 wherein the controller is an adaptive 30.

controller.

31. (Withdrawn) The separator of claim 29 wherein the controller is a PID controller.

(Withdrawn) The separator of claim 21 wherein: 32.

the motor is a variable speed motor; and

the flow conditioner comprises:

a valve in communication with oil discharged from the rotating member to control

the flow of the oil:

an actuator adapted for opening and closing the valve;

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a sensor in communication with separated water discharged from the rotating member, wherein the sensor generates an oil concentration signal in response to a concentration

of oil in the discharged water; and

a controller connected to the actuator, wherein the valve is actuated in response to

the oil concentration signal compared to a predetermined desired oil concentration in the

discharged water, such that the flow of oil from the rotating member is controlled to vary the

time the fluid is in the rotating member and thereby correspondingly varying the amount of oil

separated from the water.

33. (Withdrawn) The separator of claim 21 wherein:

the motor is a variable speed motor; and

the flow conditioner comprises a smart controller connected to the motor for varying the

speed of the motor in response to a function of voltage and current signals from the motor

compared to a predetermined desired value of a function corresponding to a water-cut.

34. (Withdrawn) The separator of claim 21 wherein the flow conditioner comprises a

stator adjacent to an inlet end of the rotating member.

35. (Withdrawn) The separator of claim 34 wherein the stator comprises a plurality of

vanes for starting rotation of the fluid as it enters the rotating member.

36. (Withdrawn) The separator of claim 21 wherein:

the rotating member defines a first port and a second port therein;

the flow conditioner comprises a cup disposed adjacent to a discharge end of the rotating

member;

the cup has a first lip adjacent to the first port;

the cup has a second lip adjacent to the second port;

the first and second lips define an annular passage therebetween; and

a sensor is disposed adjacent to the cup for measuring the capacitance of fluid flowing

thereby.

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(Withdrawn) The separator of claim 36 wherein the sensor is a capacitance-type 37. sensor disposed adjacent to the first lip and first port.

- (Withdrawn) The separator of claim 36 wherein the sensor is a MEMS sensor 38. embedded in a surface of the cup facing the annular passage.
- 39, (Withdrawn) The separator of claim 36 wherein capacitance data from the sensor is transmitted wirelessly using EM telemetry.

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> 40. (Currently Amended) A method for downhole fluid separation, comprising:

flowing fluid through a housing and into a flow passage defined by a cylinder; rotating the cylinder to subject the fluid to centrifugal force; and separating the fluid into different components at least a first liquid and a second liquid having different specific gravities.

- 41. (Currently Amended) The method of Claim 40, further comprising providing a flow condition conditioner conditioning the flow to facilitate separation of the fluid.
- (Currently Amended) The method of Claim 41, wherein the flow conditioner 42. conditioning the flow comprises the flow with an impeller.